

This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT No. 2105

LISTED September 12, 1962
2,100,010 shares with a par value of \$1.00,
of which 1,400,000 are subject to issuance.
Ticker abbreviation "NXH"
Dial ticker number 198
Post section 4.5

TORONTO STOCK EXCHANGE

LISTING STATEMENT

NEWCONEX HOLDINGS LIMITED

Incorporated under the laws of the Province of Ontario by
Letters Patent dated the 19th day of February, 1962.

SHARES WITH A PAR VALUE OF \$1.00

(Transferable in Toronto, Montreal, Winnipeg and Vancouver)

CAPITAL SECURITIES AS AT APRIL 30, 1962

	NO. OF SHARES AUTHORIZED	NO. OF SHARES ISSUED AND FULLY PAID	NO. OF SHARES TO BE LISTED
Shares with a par value of \$1.00	4,000,000	700,010	2,100,010
			(of which 1,400,000 are subject to issue)

1. APPLICATION

NEWCONEX HOLDINGS LIMITED (herein sometimes called the "Company") hereby makes application for listing on the Toronto Stock Exchange of 2,100,010 shares with a par value of \$1.00 in the capital of the Company of which 700,010 shares are issued and outstanding as fully paid and non-assessable and 1,400,000 shares are reserved for issue upon the exercise of Share Purchase Warrants.

2. REFERENCE TO PROSPECTUS

Reference is made to the Prospectus issued by the Company under date of March 20, 1962, in respect of the offering of 250,000 shares with a par value of \$1.00 in the capital of the Company, a copy of which Prospectus is hereby incorporated herein and made a part hereof. The said shares are represented by interim certificates exchangeable for definitive certificates when prepared.

3. OPINION OF COUNSEL

Messrs. Fasken, Calvin, MacKenzie, Williston and Swackhamer, Room 1007, 36 Toronto Street, Toronto, Ontario, Counsel for the Company are filing in support of this application an opinion, among other things, that

- (i) The Company has been duly incorporated and is a valid and subsisting company in good standing under the Laws of the Province of Ontario;
- (ii) (a) 700,010 shares with a par value of \$1.00 in the capital of the Company have been validly allotted and issued and are outstanding as fully paid and non-assessable;
- (b) 1,400,000 shares have been reserved for issue upon the exercise of the Share Purchase Warrants;

It is hereby disclosed that Collamer Chipman Calvin, Esq., Q.C., a partner in the firm of Fasken, Calvin, MacKenzie, Williston and Swackhamer is the Secretary of the Company.

4. LISTING ON OTHER STOCK EXCHANGES

The Company is making application for the listing of 2,100,010 shares with a par value of \$1.00 on the Toronto Stock Exchange only.

5. STATUS UNDER SECURITIES ACT

The offering of 250,000 shares with a par value of \$1.00 for sale to the public in all the provinces of Canada, except Newfoundland, was duly approved and authorized.

6. FISCAL YEAR

The fiscal year of the Company ends on the 30th day of June in each year.

7. ANNUAL MEETING

The Annual General Meeting of the Shareholders of the Company is held on such day in each year as the Board of Directors may determine. No Annual General Meeting of Shareholders has yet been held.

8. HEAD OFFICE

The head office of the Company is at Suite 1702, 8 King Street East, Toronto, Ontario.

9. TRANSFER AGENT AND REGISTRAR

Canada Permanent Toronto General Trust Company at its principal offices in the Cities of Toronto, Montreal, Winnipeg and Vancouver, is the Transfer Agent and Registrar of the shares with a par value of \$1.00 in the capital of the Company.

10. TRANSFER FEE

No fee is charged on the transfer of the shares with a par value of \$1.00 other than stock transfer taxes.

11. AUDITORS

The auditors of the Company are Messrs. Deloitte, Plender, Haskins & Sells, Chartered Accountants, 55 Yonge Street, Toronto, Ontario.

12. OFFICERS

NAME	OFFICE	ADDRESS
Sir George Steven Harvie-Watt, Bart., T.D., Q.C.	Chairman of the Board	Earlsneuk, Elie, Fife, Scotland.
Bertram Isaiah Foster Breakey	President	11 Sulgrave Crescent, Willowdale, Ontario.
Collamer Chipman Calvin, Q.C.	Secretary	23 Eastbourne Ave., Toronto, Ontario.
Frank Arthur Wright	Treasurer	284 St. Clair Ave., E., Toronto, Ontario.
Arthur Cyril Forrest	Assistant Secretary	44 Barber Greene Road, Don Mills, Ontario.

13. DIRECTORS

NAME	OCCUPATION	ADDRESS
Bertram Isaiah Foster Breakey	Mining Executive	11 Sulgrave Crescent, Willowdale, Ontario.
Collamer Chipman Calvin, Q.C.	One of Her Majesty's Counsel	23 Eastbourne Ave., Toronto, Ontario.
James Ian Crookston	Executive	70 Ardworld Gate, Toronto, Ontario.
Joseph Gerald Godsoe, Q.C.	Executive	120 Kilbarry Road, Toronto, Ontario.
Edward Stanley Hallett	Executive	Green Nook, Bridle Lane, Loudwater, Chorleywood, Herts., England.
Sir George Steven Harvie-Watt, Bart., T.D., Q.C.	Executive	Earlsneuk, Elie, Fife, Scotland.
William Fleming James	Consulting Geologist	300 Vesta Drive, Toronto, Ontario.
Albert Bruce Matthews	Executive	"Stonedene", 2395 Bayview Avenue, Willowdale, Ontario.
John Ward Orr	Executive	The Garden House, Chorleywood Common, Herts., England.
William Eric Phillips	Industrialist	"Wynyates Farm", 1400 Sheppard Ave., E., Willowdale, Ontario.

This prospectus is not, and under no circumstances is to be construed as an offering of any of these Shares for sale to the public in the United States of America or in the territories or possessions thereof.

NEW ISSUE

250,000 Shares
(par value \$1 per Share)
(Entitled to two Share Purchase Warrants per Share)

NEWCONEX HOLDINGS LIMITED

(Incorporated under the laws of Ontario)

The registered holder on August 31, 1962 of Shares offered hereby will receive a bearer Share Purchase Warrant entitling the holder thereof to purchase one additional Share with a par value of \$1.00 in the capital of the Company, at the price of \$5.00 per Share, for each Share offered hereby then registered in his name. The registered holder on February 28, 1963 of Shares offered hereby will receive an additional bearer Share Purchase Warrant entitling the holder thereof to purchase one additional Share with a par value of \$1.00 in the capital of the Company, at the price of \$5.00 per Share, for each Share offered hereby then registered in his name. Both Share Purchase Warrants will be exercisable at any time until 4:00 p.m., Toronto time, February 28, 1967. The Indenture providing for the issue of the Share Purchase Warrants contains provisions designed to protect the holders thereof against dilution of their purchase rights. Additional information with respect to the said Indenture is set out in paragraph 13 of the subjoined Statutory Information.

Transfer Agent and Registrar:
Canada Permanent Toronto General Trust Company,
Montreal, Toronto, Winnipeg and Vancouver.

THESE SHARES ARE SPECULATIVE SECURITIES

The listing on The Toronto Stock Exchange of the Shares to be outstanding and the Shares in respect to which Share Purchase Warrants are to be outstanding has been approved, subject to the filing of documents and evidence of satisfactory distribution.

We offer, as principals, 250,000 Shares (entitled to two Share Purchase Warrants per Share) if, as and when received by us, subject to prior sale and change in price and subject to the approval of all legal matters on behalf of the Company and on our behalf by Messrs. Fasken, Calvin, MacKenzie, Williston & Swackhamer, Toronto, Ontario.

PRICE: \$5.00 per Share

It is expected that Share Certificates in interim form will be available for delivery on or about April 4, 1962. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books without notice.

No person is authorized by the Company or by us to give any information or to make any representations, other than those contained in this prospectus, in connection with the issue and sale of these Shares. If given, or made, such information or representation cannot be relied upon as having been authorized by the Company or by us.

The following information has been supplied by officers of Newconex Holdings Limited:

The Company

Newconex Holdings Limited (the "Company") was incorporated under the laws of Ontario by Letters Patent dated February 19, 1962. The Company is a subsidiary of Gold Fields Mining & Industrial Limited, of London, England ("Gold Fields Mining"). The Company will carry on business as an investment and holding company with unrestricted powers of investment.

Investment Policy

The Board of Directors of the Company has established by resolution, that the basic policy of the Company will be:

1. To invest in the securities of companies primarily concerned with mining and industry, and
2. To participate in the promotion and development of Canadian enterprises which are primarily concerned with mining and industry.

The Company reserves the right to hold cash and to invest in securities of the Government of Canada and of any province of Canada, short term commercial paper and in financial paper of recognized acceptance companies. It is expected that securities listed on the Toronto, Montreal, Canadian and Vancouver Stock Exchanges will represent a large portion of the Canadian securities purchased by the Company, although securities which are traded elsewhere may also be purchased. In the resolution of the Board of Directors hereinbefore referred to, it was determined that the Company will not

1. buy securities on margin or sell short;
2. purchase or sell real estate except by way of participation in mining, oil and gas syndicates and except as may be necessary to provide facilities for the day-to-day operations of the Company; or
3. borrow money without the consent of Gold Fields Mining.

Under an agreement dated February 28, 1962, between the Company and Newconex Canadian Exploration Ltd. ("Newconex Exploration") the Company has the right to acquire at cost (as defined in the agreement) the interest of Newconex Exploration in any mining exploration ventures conducted by Newconex Exploration or in which it is a participant. This right is exercisable, in the manner specified in the agreement, as to any specific venture (i) within one year following the acquisition thereof by Newconex Exploration or (ii) to the date when \$15,000 (including overhead) shall have been expended on such venture by Newconex Exploration, whichever is the later. After December 31st, 1966 this agreement may be terminated on any December 31st on twelve months' notice by either party. Newconex Exploration, a wholly-owned subsidiary of Gold Fields Mining, has been active in mining exploration in Canada since 1956, and owns or holds under option several groups of mining claims in British Columbia, Manitoba, Ontario, Quebec and New Brunswick.

Management

The Board of Directors of the Company will be responsible for carrying out the investment policy established by the Company. The members of the Board of Directors and their principal directorships and the officers of the Company are as follows:

Directors

BERTRAM I. F. BREAKEY, Toronto, Canada.

President and General Manager, Newconex Canadian Exploration Ltd.; Director, Canpet Exploration Limited.

COLLAMER C. CALVIN, Q.C., Toronto, Canada.

Partner, Messrs. Fasken, Calvin, MacKenzie, Williston & Swackhamer, Barristers and Solicitors; Chairman of the Board, Canada Permanent Toronto General Trust Company; Chairman of the Board, Moneta Porcupine Mines Ltd.; Vice-President and Director, The Excelsior Life Insurance Company; Vice-President, Secretary and Director, Dome Mines Limited; Director, Rio Algom Mines Limited; Director, A Canadian Chartered Bank.

J. IAN CROOKSTON, Toronto, Canada.

Vice-President and Director, Nesbitt, Thomson and Company, Limited; Vice-President, Treasurer and Director, Superior Propane Limited; Director, Preston Mines Limited; Director, Canadian Industrial Gas Limited; Director, Mining & Industrial Holdings Limited.

J. GERALD GODSOE, Q.C., Toronto, Canada.

President and Director, The Great Western Garment Company Limited; Director, Crown Life Insurance Company; Director, Dominion & Anglo Investment Corp. Ltd.; Director, RCA Victor Company, Ltd.

E. STANLEY HALLETT, London, England.

Director, The Consolidated Gold Fields of South Africa, Limited; Deputy Chairman and Director, Gold Fields Mining & Industrial Ltd.; Chairman and Director, Newconex Canadian Exploration Ltd.; Director, Gold Fields of South Africa Limited; Director, The South West Africa Company Ltd.; Director, Gold Fields American Corporation; Director, Mining & Industrial Holdings Limited.

SIR GEORGE S. HARVIE-WATT, BART., T.D., Q.C., London, England.

Chairman and Director, The Consolidated Gold Fields of South Africa, Limited; Chairman and Director, Gold Fields Mining & Industrial Ltd.; Chairman and Director, Mining & Industrial Holdings Limited; Director, Consolidated Gold Fields (Australia) Pty. Limited; Director, Commonwealth Mining Investments (Australia) Limited; Director, Gold Fields of South Africa, Limited; Chairman and Director, Monotype Corporation Ltd.; Director, American Zinc, Lead & Smelting Co.; Director, Midland Bank Ltd.; Director, Eagle Star Insurance Co. Ltd.; Director, Australian Commonwealth Carbide Co. Limited.

WILLIAM F. JAMES, Toronto, Canada.

Senior Partner, W. F. James, B. S. W. Buffam and M. A. Cooper, Consulting Geologists; Vice-President and Director, Canadian Gas and Energy Investments, Limited; Vice-President and Director, Alminex Limited; Director, Falconbridge Nickel Mines Limited; Director, Brunswick Mining & Smelting Corporation Limited; Director, Dome Mines Limited; Director, Eldorado Mining & Refining Ltd.; Director, The Foundation Company of Canada Ltd.; Director, National Trust Company, Limited; Director, A Canadian Chartered Bank.

A. BRUCE MATTHEWS, Toronto, Canada.

President and Director, The Excelsior Life Insurance Company; Chairman of the Board and Director, Economic Investment Trust Ltd.; Director, Dome Mines Limited; Director, Canada Permanent Toronto General Trust Company; Director, Dominion Stores Limited; Director, Dome Petroleum Limited; Director, A Canadian Chartered Bank.

J. WARD ORR, London, England.

Director, Newconex Canadian Exploration Ltd.; Director, Mining & Industrial Holdings Limited; Director, Gold Fields American Corporation; Director, Buell Engineering Company Inc.; Director, Ambuco Limited.

W. ERIC PHILLIPS, Toronto, Canada.

Chairman of the Board and Director, Argus Corporation Limited; Chairman of the Board and Director, Massey-Ferguson Ltd.; Chairman of the Board and Director, Duplate Canada Limited; Chairman of the Board and Director, Canadian Pittsburgh Industries Ltd.; Director, Crown Trust Company; Director, Dominion Stores Limited; Director, Brazilian Traction, Light & Power Company, Limited; Director, Dominion Tar & Chemical Co. Ltd.; Director, Pittsburgh Plate Glass Company; Director, A Canadian Chartered Bank.

Officers

Chairman of the Board.....	Sir George S. Harvie-Watt, Bart., T.D., Q.C.
President.....	Bertram I. F. Breaky
Secretary.....	Collamer C. Calvin, Q.C.
Treasurer.....	Frank A Wright
Assistant Secretary.....	Arthur C. Forrest

Capitalization

(on completion of present financing)

	Authorized	To Be Outstanding
Shares of the par value of \$1 each	4,000,000 shs. (1)	700,010 shs.

(1) 1,400,000 Shares are reserved for issue upon exercise of Share Purchase Warrants

Tax Status of the Company

The Company anticipates it will be taxed as an ordinary Canadian corporation and that it will not as a general rule be required to pay taxes on dividends received from corporations resident in Canada nor on dividends received from Mining & Industrial Holdings Limited, ("M. & I. Holdings"), referred to below, in which it holds a 35% interest.

Purpose of Issue

The net proceeds to be received by the Company from the sale of the Shares offered by this prospectus will be invested in accordance with the investment policy of the Company as set out above. The employment of such funds together with the cash and securities acquired from Gold Fields Mining as referred to below and in paragraph 24 and 25 of the subjoined Statutory Information will constitute the initial portfolio of the Company.

Investment by Gold Fields Mining

Gold Fields Mining has subscribed and paid for 450,000 Shares in the capital of the Company at the price of \$5.00 per Share. Payment for such Shares was made by the transfer to the Company of 20,000 shares of The Mining Corporation of Canada Limited at an aggregate price of \$280,000 and 35,000 shares in the capital of M. & I. Holdings, referred to below, (representing 35% of the issued capital of such company) at the aggregate price of \$1,270,000. The balance of the subscription price, namely \$700,000, was paid in cash. The 450,000 Shares in the capital of the Company purchased by Gold Fields Mining are entitled to Share Purchase Warrants on the same basis as the Shares offered by this prospectus. The underlying market value of the said 35,000 shares of M. & I. Holdings on February 16, 1962 was \$1,312,678.

The Consolidated Gold Fields of South Africa, Limited
and
Gold Fields Mining & Industrial Ltd.

The Consolidated Gold Fields of South Africa, Limited, ("Consolidated Gold Fields"), the parent company of Gold Fields Mining, was incorporated in England in 1892 and acquired the business of Gold Fields of South Africa. The interests of Consolidated Gold Fields soon extended beyond southern Africa and it now has subsidiary companies operating in Australia, Canada, the United Kingdom and the United States, as well as in the continent of Africa.

The business of the Consolidated Gold Fields Group of Companies comprises:

1. Investment directly or indirectly in companies engaged in the following activities:
 - (a) gold, uranium, platinum, base metal, diamond and coal mining;
 - (b) production and marketing of oil; production of rutile and zircon concentrates;
 - (c) metal fabrication, refining and finishing in specialised fields; design and installation of gas and smoke cleaning and dust extracting equipment; manufacture of mine locomotives and underground rock handling equipment;
 - (d) financing and management of companies operating mainly in the mining and industrial fields.
2. Exploration and development of mining claims, leases and concessions; the promotion of mining, mining finance and industrial companies.
3. Management and administration of, and provision of technical and other services to, subsidiary and associate companies operating within the spheres of activity referred to above.

Gross assets of the Consolidated Gold Fields Group of Companies, at June 30, 1961, including quoted investments at market value, amounted to over \$169,600,000, and after deducting loan capital, current liabilities, provisions and minority interests, net assets stood at approximately \$130,000,000. The consolidated profit of the Consolidated Gold Fields Group of Companies for the year ended June 30, 1961, after deduction of tax and the proportion attributable to minority interests, was approximately \$11,812,000.

Gold Fields Mining, one of the two principal subsidiary companies of Consolidated Gold Fields, has its head office in London, England, and together with its own subsidiaries and local managements is responsible for the development of the main interests of the Consolidated Gold Fields Group of Companies outside Africa. It is the policy of Gold Fields Mining to expand and diversify these interests.

The consolidated net profit of Gold Fields Mining for the year ended June 30, 1961, after deduction of tax and the proportion attributable to minority interests, was approximately \$2,528,000, and is included in the figure of \$11,812,000 referred to above.

The rate of exchange used for the conversion of figures quoted above is Canadian \$2.93 = £1 Sterling.

The principal subsidiaries of Gold Fields Mining are:

Australia	— Consolidated Gold Fields (Australia) Pty. Limited
	— Associated Minerals Consolidated Limited
	— Commonwealth Mining Investments (Australia) Limited
	— New Consolidated Gold Fields (Australasia) Pty. Limited
	— Z. R. Holdings Limited
	— R. H. Lawrenson Holdings Limited
Canada	— Newconex Holdings Limited
	— Newconex Canadian Exploration Ltd.

United Kingdom	..	Mining & Industrial Holdings Limited
	..	Alumasc Limited
	..	Ambuco Limited
	..	Metalion Limited
United States of America	..	Gold Fields American Corporation
	..	Buell Engineering Company, Inc.
	..	Tri-State Zinc, Inc.

Sir George S. Harvie-Watt, Bart., T.D., Q.C., the Chairman of the Company, and E. Stanley Hallett, a director of the Company, are each directors of Consolidated Gold Fields and Gold Fields Mining.

Mining & Industrial Holdings Limited

The Company owns 35% of the outstanding shares of M. & I. Holdings of London, England. M. & I. Holdings is an investment company recently incorporated in the United Kingdom and owns a portfolio of investments purchased from Gold Fields Mining and Consolidated Gold Fields for the equivalent of \$3,694,730 and with a market value (converted to Canadian dollars at the appropriate Sterling rates of exchange at the close of business on February 16, 1962) aggregating approximately \$3,750,509. Based on dividends declared during the year ended December 31, 1961, the estimated net annual income of M. & I. Holdings from such portfolio after deducting taxation and expenses is \$174,000. The portfolio of M. & I. Holdings, together with certain information concerning such holdings is set forth below:

Name of Company	Number of Shares Owned	Value of Investment at cost to M. & I. Holdings*	Principal Business (as obtained from published reports)
American Smelting and Refining Co. (incorporated 1899 in the United States of America)	2,500 common shares	\$161,150	The company owns directly, or through subsidiaries, copper, gold, silver, lead and zinc properties, smelting works and refineries in the United States, Mexico, Canada and Peru, and has mining interests in Australia, Nicaragua, and elsewhere.
American Zinc, Lead and Smelting Co. (incorporated 1899 in the United States of America)	40,000 shares	\$615,300	The company carries on zinc mining, smelting and refining; contract smelting of purchased zinc ores and concentrates; manufacture of sulphuric acid; production of agricultural limestone and crushed rock. Principal mining operations are located in Tennessee, with smaller mines in Wisconsin, Washington and Oklahoma. Through a subsidiary the company has entered into a joint mining and milling agreement with Tri-State Zinc, Inc. (a wholly-owned subsidiary of Gold Fields Mining) to spend approximately \$6 million on a zinc mining operation at New Market, Tennessee.
Consolidated Zinc Corporation Ltd. (incorporated 1949 in England)	30,000 ordinary shares	\$210,960	The company mines lead/zinc sulphide ores in Australia, and owns a substantial interest in New Broken Hill Consolidated Ltd., whose mining leases at Broken Hill, New South Wales, Australia, adjoin those of the company.

Name of Company	Number of Shares Owned	Value of Investment at cost to M. & I. Holdings*	Principal Business (as obtained from published reports)
			Other interests include ownership of all the issued capital of Imperial Smelting Corporation Ltd. which through wholly-owned subsidiaries owns smelting works, sulphuric acid plants and chemical works in Great Britain; all the issued capital of Consolidated Zinc Pty. Ltd. which has extensive mining and smelting interests in Australia; all the issued capital of Consolidated Zinc Corp'n. of Canada Ltd., and a substantial interest in The Yukon Consolidated Gold Corp. Ltd. An important project under development at the present time is the Comalco aluminium venture in Australia, in which the company is interested in association with Kaiser Aluminium Corporation. A proposed merger with The Rio Tinto Company, Limited was announced January 29, 1962. It is intended to form a new company to be called Rio Tinto-Zinc Corporation which will be 49.7% owned by Consolidated Zinc shareholders and 50.3% by Rio Tinto shareholders.
Cyprus Mines Corporation. (incorporated 1916 in the United States of America)	25,000 shares	\$755,940	The company operates copper and pyrites mines in Cyprus; copper and zinc mines and timber and oil interests in the United States; it has interests in an iron ore mine in Peru, a sulphuric acid plant in Holland and a cement factory in Honolulu. The company has recently joined in a mineral exploration programme in Australia in partnership with a subsidiary of Gold Fields Mining.
Johnson, Matthey and Co. Ltd. (incorporated 1891 in England)	10,000 ordinary shares	\$120,130	The company engages in assaying and refining gold, silver and metals of the platinum group and has subsidiaries in Canada, Great Britain, the United States, Australasia, southern Africa, Sweden and other parts of the world. It manufactures precious metal salts, sheet, wire tube and components and ceramic enamels. The company also acts as assayers to the Bank of England.
Lake View and Star Ltd. (incorporated 1910 in England)	25,000 shares	\$96,690	The company owns Australia's largest gold mine at Kalgoorlie, Western Australia, and is administered by Consolidated Gold Fields.
New Broken Hill Consolidated Ltd. (incorporated 1936 in England)	25,000 shares	\$134,780	The company operates a lead/zinc/silver mine at Broken Hill, New South Wales, Australia, and is a member of the Consolidated Zinc Corporation Ltd. Group of Companies.

Name of Company	Number of Shares Owned	Value of Investment at cost to M. & I. Holdings*	Principal Business (as obtained from published reports)
North Broken Hill Ltd. (incorporated 1912 in Australia)	50,000 shares	\$93,760	The company operates a lead/zinc/silver mine at Broken Hill, New South Wales, Australia. It has substantial shareholdings in other companies mainly associated with the metal industry and is also associated with the group headed by Aluminum Company of America which is developing an integrated aluminium industry in Australia under the title of Alcoa of Australia Pty. Ltd.
Rhodesian Anglo-American Ltd. (incorporated 1954 in Northern Rhodesia)	25,000 shares	\$202,170	The company is a holding and finance company, with substantial direct and indirect shareholdings in Rhokana Corporation Ltd., N'Changa Consolidated Copper Mines Ltd., Mufulira Copper Mines Ltd., Bancroft Mines Ltd., Rhodesia Broken Hill Development Co. Ltd., Tanganyika Concessions Ltd. and Wankie Colliery Co. Ltd.
Shell Transport and Trading Co. Ltd. (incorporated 1897 in England)	130,000 ordinary shares	\$571,350	The company is a holding company which, in conjunction with Royal Dutch Petroleum Company, owns directly or indirectly investments in the numerous companies which comprise the Royal Dutch/Shell Oil Group of Companies. The oil interests embrace exploration, production, transportation, distribution and research, and production is derived from areas which are widely spread throughout the world. The company has a large interest in petro-chemicals and holds an important position in the British chemical industry.
Union Platinum Mining Co. Ltd. (incorporated 1946 in South Africa)	200,000 ordinary shares	\$322,300	The company holds 17.5% of the issued capital of Rustenburg Platinum Mines Ltd., which mines and is a major producer of platinum and associated metals in South Africa. The company is administered by the Consolidated Gold Fields Group.
West Witwatersrand Areas Ltd. (incorporated 1932 in South Africa)	50,000 shares	\$410,200	The company is an exploration and holding company with major shareholdings in a number of operating gold and gold/uranium mines in South Africa, including: Blyvooruitzicht Gold Mining Co. Ltd., †Doornfontein Gold Mining Co. Ltd., †Free State Saaiplaas Gold Mining Co. Ltd. Harmony Gold Mining Co. Ltd., †Libanon Gold Mining Co. Ltd., †Venterspost Gold Mining Co. Ltd., †West Driefontein Gold Mining Co. Ltd., Western Deep Levels Ltd.
Total value at cost \$3,694,730			

†West Witwatersrand Areas Ltd. and the companies marked † are all administered by The Consolidated Gold Fields Group.
*All sums referred to above are expressed in Canadian dollars converted at the rate of exchange ruling on December 28, 1961 for Pounds Sterling.

Share Purchase Warrants

The registered holder on August 31, 1962 of Shares offered hereby will receive a bearer Share Purchase Warrant entitling the holder thereof to purchase one additional Share with a par value of \$1.00 each in the capital of the Company, as presently constituted, at the price of \$5.00 per Share, for each Share offered hereby then registered in his name. The registered holder on February 28, 1963 of Shares offered hereby will receive an additional bearer Share Purchase Warrant entitling the holder thereof to purchase one additional Share with a par value of \$1.00 each in the capital of the Company, as presently constituted, at the price of \$5.00 per Share for each Share offered hereby then registered in his name. Both Share Purchase Warrants will be exercisable at any time until 4:00 p.m., Toronto time, February 28, 1967.

The Share Purchase Warrants are to be issued under the provisions of an Indenture bearing formal date of February 28, 1962 between the Company and Canada Permanent Toronto General Trust Company, as Trustee. Share Purchase Warrants in respect of an aggregate of 1,400,000 Shares are authorized to be issued under the said Indenture, of which Share Purchase Warrants in respect of an aggregate of 900,000 Shares are issued in respect of the 450,000 Shares issued to Gold Fields Mining as referred to above.

The Share Purchase Warrant Indenture contains provisions for adjustment of the number of Shares issuable pursuant to the privilege attaching to the Share Purchase Warrants in the event of any subdivision or consolidation of the Shares in the capital of the Company as presently constituted, or in the event of the merger or amalgamation of the Company with or into another corporation, or the sale and transfer of its assets as a whole or substantially as a whole, or in the event of sale of any Shares in the capital of the Company below the issue price of the Shares hereby offered. In addition, the Company has covenanted in the Share Purchase Warrant Indenture not to declare any dividends on its shares for one year from the date of the Indenture and to give at least thirty days' public notice to holders of unexercised Share Purchase Warrants of the record date for payment of any stock dividend on its Shares and before issuing to its shareholders pro rata rights to subscribe for additional Shares or making any repayment of capital on its Shares.

Agreements with Newconex Exploration and with Gold Fields Mining

In addition to the agreement with Newconex Exploration referred to above, the Company has entered into the following agreements:

1. An agreement dated March 1, 1962 between the Company and Newconex Exploration whereby the Company has agreed to supply Newconex Exploration with clerical, accounting, managerial and technical services and furnished office premises for an annual fee of \$60,000. The agreement continues for a term ending December 31, 1966 and thereafter from year to year subject to termination on any December 31st on twelve months' notice by either party.
2. An agreement dated February 28, 1962 between the Company and Gold Fields Mining whereby the Company has agreed to supply Gold Fields Mining with valuation, investment and clerical services for an annual fee of \$35,000. The agreement continues for a term ending December 31, 1966 and thereafter from year to year subject to termination on any December 31st on twelve months' notice by either party.

NEWCONEX HOLDINGS LIMITED

(Incorporated February 19, 1962 under The Corporations Act, Ontario)

Balance Sheet as at February 28, 1962

and

Pro Forma Balance Sheet as at February 28, 1962

after giving effect to:

- (1) The sale for cash of 250,000 shares to an underwriter for \$1,250,000.
- (2) The payment of incorporation expenses of \$5,000 and issue expenses, including \$100,000 commission on the sale of shares to an underwriter.

ASSETS

	Balance Sheet	Pro Forma Balance Sheet
CASH	\$ 700,050.00	\$1,825,050.00
INVESTMENTS IN SHARES — at cost (Note 1):		
20,000 shares of The Mining Corporation of Canada Limited (quoted market value \$273,750)	280,000.00	280,000.00
35,000 shares of Mining & Industrial Holdings Limited (affiliated company — no market quotation available)	1,270,000.00	1,270,000.00
INCORPORATION AND ISSUE EXPENSES	5,000.00	125,000.00
	<u>\$2,255,050.00</u>	<u>\$3,500,050.00</u>

LIABILITIES

	Balance Sheet	Pro Forma Balance Sheet
ACCOUNTS PAYABLE	\$ 5,000.00	\$
CAPITAL STOCK (Note 2):		
Authorized 4,000,000 shares of the par value of \$1.00 each		
Issued and Fully Paid:		
140,010 shares for cash	140,010.00	140,010.00
250,000 shares for cash	—	250,000.00
310,000 shares for investment portfolio	310,000.00	310,000.00
CONTRIBUTED SURPLUS	1,800,040.00	2,800,040.00
	<u>\$2,255,050.00</u>	<u>\$3,500,050.00</u>

The Notes to the Balance Sheet and Pro Forma Balance Sheet are an integral part hereof.

Approved on behalf of the Board:

(Signed) B. I. F. BREakey, Director

(Signed) J. I. CROOKSTON, Director

Auditors' Report

To the Directors of Newconex Holdings Limited:

We have examined the balance sheet and pro forma balance sheet of Newconex Holdings Limited as at February 28, 1962. Our examination included a general review of the accounting procedures and such tests of the accounting records and other supporting evidence as we considered necessary in the circumstances; including with respect to the investment in shares of Mining & Industrial Holdings Limited, the opinion of other accountants as to the underlying market value of the net assets of that company.

In our opinion, the balance sheet presents fairly the financial position of the company as at February 28, 1962 in accordance with generally accepted accounting principles applied on a consistent basis. Further, in our opinion, the pro forma balance sheet presents fairly the financial position of the company as at February 28, 1962 as it would have been if the transactions set out in the headnote thereto had occurred on that date, in accordance with generally accepted accounting principles applied on a consistent basis.

(Signed) DELOITTE, PLENDER, HASKINS & SELLS

Toronto, Ontario.
March 20, 1962.

Chartered Accountants.

NEWCONEX HOLDINGS LIMITED

Notes to the Balance Sheet and Pro Forma Balance Sheet as at February 28, 1962

1. Investments in Shares — at cost

- (1) The investment in 20,000 shares of The Mining Corporation of Canada Limited represents an interest of less than 1% in the outstanding shares of that company.
- (2) The investment in 35,000 shares of an affiliated company, Mining & Industrial Holdings Limited (England), represents an interest of 35% in the outstanding shares of that company. The underlying market value of the net assets of the company on December 28, 1961 was used as a basis for determining the price paid for the shares.

2. Share Purchase Warrants

Shareholders, except holders of directors' qualifying shares, of record on August 31, 1962 to whom shares were issued on or before February 28, 1962 or to whom shares are issued from the proposed public sale of shares will receive a bearer Share Purchase Warrant entitling the holder thereof to purchase one additional share of the par value of \$1.00 in the capital of the company as presently constituted at a price of \$5.00 per share for each share then registered in his name.

Shareholders, except holders of directors' qualifying shares, of record on February 28, 1963 to whom shares were issued on or before February 28, 1962 or to whom shares are issued from the proposed public sale of shares will receive a second bearer Share Purchase Warrant entitling the holder thereof to purchase a second additional share of the par value of \$1.00 in the capital of the company as presently constituted at a price of \$5.00 per share for each share then registered in his name.

All Share Purchase Warrants will be exercisable until 4.00 p.m. Toronto time, February 28, 1967.

Statutory Information

1. The full name of the Company is Newconex Holdings Limited (the "Company"). The address of the head office of the Company is Suite 1702, 8 King Street East, Toronto, Ontario.

2. The Company was incorporated under the laws of the Province of Ontario by letters patent dated February 19, 1962. No supplementary letters patent have been issued to the Company.

3. The general nature of the business to be transacted by the Company is that of an investment and holding company. The investment powers of the Company are unrestricted.

4. The names, present occupations and home addresses of the Directors and Officers of the Company are:-

Directors

Name	Occupation	Home Address
BERTRAM ISAIAH FOSTER BREAKEY.....	Mining Executive.....	11 Sulgrave Crescent, Willowdale, Ontario
COLLAMER CHIPMAN CALVIN, Q.C.....	One of Her Majesty's Counsel.....	23 Eastbourne Ave., Toronto, Ontario
JAMES IAN CROOKSTON.....	Executive.....	70 Ardworld Gate, Toronto, Ontario
JOSEPH GERALD GODSOE, Q.C.....	Executive.....	120 Kilbarry Road, Toronto, Ontario
EDWARD STANLEY HALLETT.....	Executive.....	Green Nook, Bridle Lane, Loudwater, Chorleywood, Herts., England
SIR GEORGE STEVEN HARVIE-WATT, BART., T.D., Q.C.....	Executive.....	Earlsneuk, Elie, Fife, Scotland
WILLIAM FLEMING JAMES.....	Consulting Geologist.....	300 Vesta Drive, Toronto, Ontario
ALBERT BRUCE MATTHEWS.....	Executive.....	"Stonedene", 2395 Bayview Avenue, Willowdale, Ontario
JOHN WARD ORR.....	Executive.....	The Garden House, Chorleywood Common, Herts., England
WILLIAM ERIC PHILLIPS.....	Industrialist.....	"Wynyates Farm", 1400 Sheppard Ave. E., Willowdale, Ontario

Officers

Name	Office	Home Address
SIR GEORGE STEVEN HARVIE-WATT, BART., T.D., Q.C.....	Chairman of the Board....	Earlsneuk, Elie, Fife, Scotland
BERTRAM ISAIAH FOSTER BREAKEY.....	President.....	11 Sulgrave Crescent, Willowdale, Ontario
COLLAMER CHIPMAN CALVIN, Q.C.....	Secretary.....	23 Eastbourne Ave., Toronto, Ontario
FRANK ARTHUR WRIGHT.....	Treasurer.....	284 St. Clair Ave., E., Toronto, Ontario
ARTHUR CYRIL FORREST.....	Assistant Secretary.....	44 Barber Greene Road, Don Mills, Ontario

5. The Company has no investment advisory committee. The investment policy is determined by the Board of Directors of the Company.

6. The auditors of the Company are Messrs. Deloitte, Plender, Haskins & Sells, Chartered Accountants, 55 Yonge Street, Toronto, Ontario.

7. Canada Permanent Toronto General Trust Company at Toronto, Montreal, Winnipeg and Vancouver is the Transfer Agent and Registrar for the Shares of the Company.

8. The authorized capital of the Company is \$4,000,000 divided into 4,000,000 Shares with a par value of \$1.00 each, of which 450,010 Shares have been issued and are outstanding as fully paid.

9. All Shares of the Company carry one vote for each Share at all meetings of shareholders of the Company and rank equally with respect to dividends and distribution of profits or capital of the Company on winding-up. There are no preferences, conversion rights, exchange rights or redemption rights in respect of the Shares of the Company.

10. There are no bonds or debentures outstanding or proposed to be issued and except as herein stated there are no securities issued or proposed to be issued which, if issued, will rank ahead of or pari passu with the securities offered by this prospectus. The 450,010 Shares issued to date will rank pari passu with the Shares offered by this prospectus.

11. There are no trustees nor any trustee agreements pursuant to which assets are held to protect any liability to the public.

12. No substantial indebtedness is intended to be created or assumed which is not shown on the balance sheet of the Company as at February 28, 1962, forming part of this prospectus.

13. Except as hereinafter stated, no securities of the Company are covered by outstanding options given by the Company or proposed to be given by the Company. The registered holders on August 31, 1962, of the 450,000 Shares issued to Gold Fields Mining & Industrial Limited ("Gold Fields Mining") and the 250,000 Shares offered by this prospectus will receive bearer Share Purchase Warrants entitling the holders thereof to purchase one additional Share with a par value of \$1.00 in the capital of the Company, as presently constituted, at the price of \$5.00 per share, for each of the 450,000 Shares issued to Gold Fields Mining and for each of the 250,000 Shares offered by this prospectus then registered in the shareholder's name. The registered holders on February 28, 1963, of the 450,000 Shares issued to Gold Fields Mining and the 250,000 Shares offered by this prospectus will receive additional bearer Share Purchase Warrants entitling the holders thereof to purchase one additional Share with a par value of \$1.00 in the capital of the Company, as presently constituted, at the price of \$5.00 per Share, for each of the 450,000 Shares issued to Gold Fields Mining and for each of the 250,000 Shares offered by this prospectus then registered in the shareholder's name. All such Share Purchase Warrants will be exercisable until 4:00 p.m., Toronto time, February 28, 1967.

The Share Purchase Warrants are issued under the provisions of an Indenture bearing formal date of February 28, 1962, between the Company and Canada Permanent Toronto General Trust Company, as Trustee. Share Purchase Warrants in respect of an aggregate of 1,400,000 Shares are authorized to be issued under the said Indenture, of which Share Purchase Warrants in respect of an aggregate of 900,000 Shares are issued in respect of the 450,000 Shares issued to Gold Fields Mining as referred to above.

Such Share Purchase Warrants in respect of an aggregate of 1,400,000 Shares have been issued and deposited by the Company with Canada Permanent Toronto General Trust Company pursuant to an agreement dated February 28, 1962 between the Company and the said Canada Permanent Toronto General Trust Company, as Trustee. The Trustee has agreed to mail, by registered mail, one such Share Purchase Warrant to each registered holder on August 31, 1962 of each of the Shares hereby offered and each of the Shares issued to Gold Fields Mining as referred to above then registered in each shareholder's name and further, has agreed to mail, by registered mail, one additional Share Purchase Warrant to the registered holder on February 28, 1963 of each of the Shares hereby offered and each of the Shares issued to Gold Fields Mining as referred to above then registered in each shareholder's name. The said agreement is irrevocable by the Company.

- (v) An agreement dated February 28, 1962, between the Company and Newconex Canadian Exploration Ltd. ("Newconex Exploration") whereunder the Company has the right to acquire at cost (as defined in the agreement) the interest of Newconex Exploration in any mining exploration ventures conducted by Newconex Exploration or in which it is a participant. This right is exercisable on any specific venture (i) within one year following the acquisition thereof by Newconex Exploration or (ii) to the date when \$15,000 (including overhead) shall have been expended on the venture by Newconex Exploration, whichever is the later. At any time after December 31, 1966 this agreement may be terminated on any December 31st on twelve months' notice by either party.
- (vi) An agreement dated March 1, 1962 between the Company and Newconex Exploration whereby the Company has agreed to supply Newconex Exploration with managerial services and furnished office premises for an annual fee of \$60,000. The agreement continues for a term ending December 31, 1966 and thereafter from year to year subject to termination on any December 31st on twelve months' notice by either party.
- (vii) An agreement dated February 28, 1962 between the Company and Gold Fields Mining whereby the Company has agreed to supply Gold Fields Mining with valuation, investment and clerical services for an annual fee of \$35,000. The agreement continues for a term ending December 31, 1966 and thereafter from year to year subject to termination on any December 31st on twelve months' notice by either party.
- (viii) The deposit agreement with respect to the Share Purchase Warrants referred to in paragraph 13 hereof.

Copies of the said agreements and the Share Purchase Warrant Indenture, may be inspected at the head office of the Company, Suite 1702, 8 King Street East, Toronto, Ontario, during ordinary business hours during the course of primary distribution to the public of the Shares.

31. Gold Fields Mining caused the Company to be formed and to that extent is a promoter of the Company. Sir George Steven Harvie-Watt, Edward Stanley Hallett and John Ward Orr, directors of the Company, are shareholders and/or directors and/or officers of Gold Fields Mining. James Ian Crookston, a director of the Company, is also a shareholder, director and officer of Nesbitt, Thomson and Company, Limited which has entered into the underwriting agreement with the Company referred to in paragraph 14 and 15 hereof. In the course of its normal business the Company may buy securities of companies of which directors of the Company may be officers, directors or shareholders. Except as stated above, no director has any interest in the promotion of or in any property acquired or proposed to be acquired by the Company and no sum has been paid or agreed to be paid to any director in cash or in shares or otherwise by any person, either to induce him to become, or to qualify him as a director, or otherwise for services rendered by him or by any firm of which he is a member (other than fees for legal services rendered by Messrs. Fasken, Calvin, MacKenzie, Williston & Swackhamer, solicitors for the Company, of which Collamer Chipman Calvin, a director and officer of the Company, is a partner) in connection with the promotion or formation of the Company.

32. The Company has carried on business since February 19, 1962. The Company has not acquired control of any business.

33. Gold Fields Mining & Industrial Limited, 49 Moorgate, London, E.C. 2, England, by reason of beneficial ownership of shares of the Company, is in a position to or is entitled to elect or cause to be elected a majority of the directors of the Company. At the present time Gold Fields Mining intends to hold the shares of the Company owned by it as an investment.

34. No dividends have been paid by the Company.

35. There are no other material facts not disclosed in the foregoing.

Dated: March 20, 1962.

The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by section 39 of The Securities Act (Ontario), by section 39 of The Securities Act, 1954 (Saskatchewan), by section 13 of the Security Frauds Prevention Act (New Brunswick), by Part IX of The Securities Act, 1955 Alberta and under the Quebec Securities Act and there is no further material information applicable other than in the financial statements or reports where required or exigible.

Directors

(Signed) B. I. F. BREAKEY

(Signed) A. B. MATTHEWS

(Signed) J. I. CROOKSTON

(Signed) C. C. CALVIN

(Signed) W. F. JAMES

(Signed)

JOSEPH GERALD GODSOE

EDWARD STANLEY HALLETT

GEORGE STEVEN HARVIE-WATT

JOHN WARD ORR

WILLIAM ERIC PHILLIPS

by their agent authorized
in writing

(Signed) B. I. F. BREAKEY

Underwriters

To the best of our knowledge, information and belief the foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by section 39 of The Securities Act (Ontario), by section 39 of The Securities Act, 1954 (Saskatchewan), by section 13 of the Security Frauds Prevention Act (New Brunswick) by Part IX of The Securities Act, 1955 Alberta and under the Quebec Securities Act and there is no further material information applicable other than in the financial statements or reports where required or exigible. In respect of matters which are not within our knowledge we have relied upon the accuracy and adequacy of the foregoing.

NESBITT, THOMSON AND COMPANY, LIMITED

By (Signed) NELSON E. LANE

The following includes the names of all persons having more than a 5% interest in the capital of Nesbitt, Thomson and Company, Limited: A. D. Nesbitt, J. I. Crookston, D. B. Creighton, J. R. Osborne and H. E. Murray.

CERTIFICATE OF OFFICERS

Pursuant to a resolution duly passed by its Board of Directors the applicant company hereby applies for listing of the above-mentioned securities on the Toronto Stock Exchange, and the undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.



NEWCONEX HOLDINGS LIMITED

By "B. I. F. BREakey", President

By "A. C. FORREST", Assistant Secretary.

CERTIFICATE OF UNDERWRITERS

To the best of our knowledge, information and belief, all of the statements and representations made in this application and in the documents submitted in support thereof are true and correct.



NESBITT, THOMSON AND COMPANY, LIMITED

"NELSON E. LANE", Director

"D. GILL", Director

STATEMENT SHOWING NUMBER OF SHAREHOLDERS

NEWCONEX HOLDINGS LIMITED

**Distribution of shares with a par value of \$1.00
as of April 27th, 1962**

Number		Shares
325	Holders of 1— 100 share lots.....	26,175
137	" " 101— 200 " "	26,880
36	" " 201— 300 " "	10,476
31	" " 301— 400 " "	12,225
56	" " 401— 500 " "	27,900
36	" " 501—1000 " "	32,475
21	" " 1001—up " "	563,879
642	Stockholders	Total Shares..... 700,010

